

MAY 12 '06 10-31 AM

SURFACE TRANSPORTATION BOARD

Louis E. Gitomer
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May 12, 2006

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease, a secondary document, dated as of May 11, 2006. The primary document to which this is connected is recorded under Recordation No. 26320. We request that the copy of this document be recorded under Recordation No. 26320-A.

The names and addresses of the parties to the Memorandum of Lease are:

Lessor:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson MD 21204

Lessee:

BNSF Railway Company
2600 Lou Menk Drive
Fort Worth, TX 76161

Party:

National Railway Equipment Co.
14400 South Robey, P.O. Box 2270
Dixmoor, IL 60426

Honorable Vernon A. Williams
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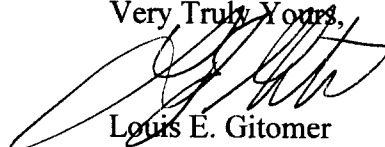
A description of the equipment covered by the Memorandum of Lease consists of 38 GP-38-2 locomotives numbered BNSF 2000-2003, inclusive, and 2006-2039, inclusive.

A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
118 Sunnymeadow Lane
Reisterstown, MD 21136

A short summary of the document to appear in the index follows: a Memorandum of Lease among LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson MD 21204, BNSF Railway Company, 2600 Lou Menk Drive, Fort Worth, TX 76161, and National Railway Equipment Co., 14400 South Robey, P.O. Box 2270, Dixmoor, IL 60426, covering 38 GP-38-2 locomotives numbered BNSF 2000-2003, inclusive, and 2006-2039, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to be "L. Gitomer", written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO. 26320-A FILED

MAY 12 '06 10-31 AM

ORIGINAL

SURFACE TRANSPORTATION BOARD
MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE AGREEMENT ("Memorandum") is dated as of MAY 11, 2006, and is intended to evidence that certain Locomotive Lease Agreement dated as of April 25, 2006 (the "Lease") by and among LASALLE NATIONAL LEASING CORPORATION, a Delaware corporation ("Lessor"), NATIONAL RAILWAY EQUIPMENT CO., an Illinois corporation ("NREC"), and BNSF RAILWAY COMPANY, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301.

The locomotives bearing the following reporting marks and road numbers are leased pursuant to the Lease for a term of one hundred twenty months, commencing in accordance with the terms of Schedule No. 2 to the Lease:

Description of Units:

Thirty-eight (38) GP38-2 locomotives bearing the following road numbers:

BNSF 2000	BNSF 2021
BNSF 2001	BNSF 2022
BNSF 2002	BNSF 2023
BNSF 2003	BNSF 2024
BNSF 2006	BNSF 2025
BNSF 2007	BNSF 2026
BNSF 2008	BNSF 2027
BNSF2009	BNSF 2028
BNSF 2010	BNSF 2029
BNSF 2011	BNSF 2030
BNSF 2012	BNSF 2031
BNSF 2013	BNSF 2032
BNSF 2014	BNSF 2033
BNSF 2015	BNSF 2034
BNSF 2016	BNSF 2035
BNSF 2017	BNSF 2036
BNSF 2018	BNSF 2037
BNSF 2019	BNSF 2038
BNSF 2020	BNSF 2039

ORIGINAL

The addresses of the parties are as follows:

Lessor: LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, Attention: Vice President – Operations.

Lessee: BNSF Railway Company, 2650 Lou Menk Drive, Fort Worth, TX 76161-0057, Attention: Director, Locomotive Planning and Leasing

NREC: National Railway Equipment Co., 14400 S. Robey, Dixmoor, IL 60426, Attention: Jim Wurtz

The terms and provisions of the lease of the above-described locomotives are more particularly set forth in the Lease, which are incorporated herein by reference.

This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

ORIGINAL

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR:

LESSEE:

LASALLE NATIONAL LEASING
CORPORATION

BNSF RAILWAY COMPANY

By: _____

By: _____

Print Name: _____

Print Name: _____

Title: _____

Title: _____

NREC:

NATIONAL RAILWAY EQUIPMENT CO.

By: Daniel Tallant

Print Name: DANIEL TALLANT

Title: VICE PRESIDENT FINANCE

STATE OF MARYLAND

COUNTY OF BALTIMORE

On _____, 2006, before me personally appeared _____, of LASALLE NATIONAL LEASING CORPORATION either ___ personally known to me -OR- ___ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument, who being by me duly sworn says that he is the Senior Vice President of such company, and that he executed the foregoing instrument on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[NOTARIAL SEAL]

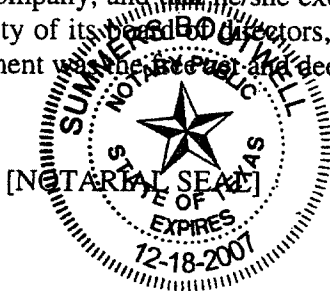
Notary Public

My commission expires:

STATE OF TEXAS

COUNTY OF Tarrant

On May 9, 2006, before me personally appeared Todd Bailey of BNSF RAILWAY COMPANY, either ☒ personally known to me -OR- ___ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument, who being by me duly sworn says that he/she is the Director - Finance of such company, and that he/she executed the foregoing instrument on behalf of said company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Summers Boutwell

Notary Public

My commission expires:

STATE OF ILLINOIS

COUNTY OF JEFFERSON

On _____, 2006, before me personally appeared _____, of NATIONAL RAILWAY EQUIPMENT CO., either ___ personally known to me -OR- ___ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument, who being by me duly sworn says that he/she is the _____ of such company, and that he/she executed the foregoing instrument on behalf of said company by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[NOTARIAL SEAL]

Notary Public

My commission expires:

STATE OF MARYLAND

COUNTY OF BALTIMORE

On May 11, 2006, before me personally appeared Constance W. Lancaster, of LASALLE NATIONAL LEASING CORPORATION either ☒ personally known to me **-OR-** ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument, who being by me duly sworn says that he is the Senior Vice President of such company, and that he executed the foregoing instrument on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[NOTARIAL SEAL]
REGINA M. MCMANUS
NOTARY PUBLIC
BALTIMORE COUNTY

Regina M. McManus
Notary Public
My commission expires: 10/1/08

STATE OF TEXAS

COUNTY OF _____

On _____, 2006, before me personally appeared _____, of BNSF RAILWAY COMPANY, either ☐ personally known to me **-OR-** ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument, who being by me duly sworn says that he/she is the _____ of such company, and that he/she executed the foregoing instrument on behalf of said company by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

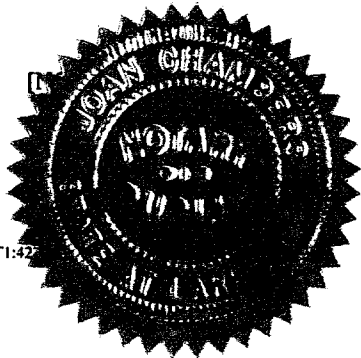
[NOTARIAL SEAL]

Notary Public
My commission expires: _____

STATE OF ~~ILLINOIS~~ Kentucky

COUNTY OF ~~JEFFERSON~~ McCRACKEN

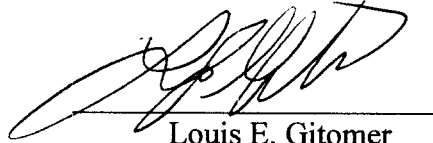
On MAY 9, 2006, before me personally appeared Daniel Tallant, of NATIONAL RAILWAY EQUIPMENT CO., either ☒ personally known to me **-OR-** ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument, who being by me duly sworn says that he/she is the Vice Pres. FINANCE of such company, and that he/she executed the foregoing instrument on behalf of said company by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Joan Chambers
Notary Public
My commission expires: June 13, 2006

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease, dated as of May 11, 2006, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'L. E. Gitomer', is written over a horizontal line.

Louis E. Gitomer
May 11, 2006